

✓  
In claim 8, lines 1-2, delete "any one of claims 1 to 3" and replace therefor "claim 38".

✓  
In claim 11, lines 1-2, delete "any one of claims 1 to 3" and replace therefor "claim 38".

✓  
In claim 15, line 1, delete "14" and replace therefor "38".

✓  
In claim 18, line 1, delete "3" and replace therefor "38".

✓  
In claim 22, line 1, delete "3" and replace therefor "38".

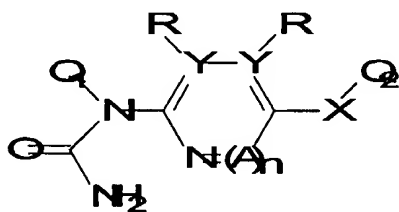
✓  
In claim 23, line 1, delete "3" and replace therefor "38".

✓  
In claim 24, line 1, delete "3" and replace therefor "38".

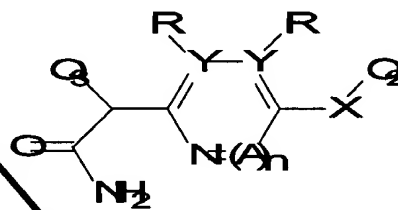
✓  
In claim 25, lines 2-3, delete "any one of claims 1 to 3" and replace therefor "claim 38".

Add the following claim:

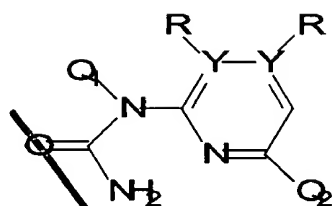
38. A compound of the formula:



(Ie)

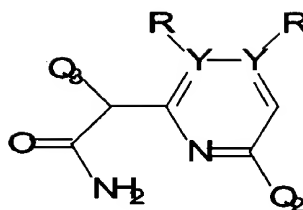


(If),



(Ig)

, or



(Ih)

wherein:

*C3 cont*  
*cont. Q1*  
Q<sub>3</sub> is a 5-6 membered aromatic carbocyclic or heterocyclic ring system; or an 8-10 membered bicyclic ring system comprising aromatic carbocyclic rings, aromatic heterocyclic rings or a combination of an aromatic carbocyclic ring and an aromatic heterocyclic ring; wherein Q<sub>3</sub> is substituted with 1 to 4 substituents, each of which is independently selected from halo; C<sub>1</sub>-C<sub>3</sub> alkyl optionally substituted with NR'<sub>2</sub>, OR', CO<sub>2</sub>R' or CONR'<sub>2</sub>; O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl optionally substituted with NR'<sub>2</sub>, OR', CO<sub>2</sub>R' or CONR'<sub>2</sub>; NR'<sub>2</sub>; OCF<sub>3</sub>; CF<sub>3</sub>; NO<sub>2</sub>; CO<sub>2</sub>R'; CONR'; SR'; S(O<sub>2</sub>)N(R')<sub>2</sub>; SCF<sub>3</sub>; CN; N(R')C(O)R<sup>4</sup>; N(R')C(O)OR<sup>4</sup>; N(R')C(O)C(O)R<sup>4</sup>; N(R')S(O<sub>2</sub>)R<sup>4</sup>; N(R')R<sup>4</sup>; N(R<sup>4</sup>)<sub>2</sub>; OR<sup>4</sup>; OC(O)R<sup>4</sup>; OP(O)<sub>3</sub>H<sub>2</sub>; or N=C-N(R')<sub>2</sub>;

each of Q<sub>1</sub> and Q<sub>2</sub> are independently selected from 5-6 membered aromatic carbocyclic or heterocyclic ring systems, or 8-10 membered bicyclic ring systems consisting of aromatic carbocyclic rings, aromatic heterocyclic rings or a combination of an aromatic carbocyclic ring and an aromatic heterocyclic ring; wherein:

Q<sub>1</sub> is substituted with 1 to 4 substituents, independently selected from halo; C<sub>1</sub>-C<sub>3</sub> alkyl optionally substituted with NR'<sub>2</sub>, OR', CO<sub>2</sub>R' or CONR'<sub>2</sub>; O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl optionally substituted with NR'<sub>2</sub>, OR', CO<sub>2</sub>R' or CONR'<sub>2</sub>; NR'<sub>2</sub>; OCF<sub>3</sub>; CF<sub>3</sub>; NO<sub>2</sub>; CO<sub>2</sub>R'; CONR'; SR'; S(O<sub>2</sub>)N(R')<sub>2</sub>; SCF<sub>3</sub>; CN; N(R')C(O)R<sup>4</sup>; N(R')C(O)OR<sup>4</sup>; N(R')C(O)C(O)R<sup>4</sup>; N(R')S(O<sub>2</sub>)R<sup>4</sup>; N(R')R<sup>4</sup>; N(R<sup>4</sup>)<sub>2</sub>; OR<sup>4</sup>; OC(O)R<sup>4</sup>; OP(O)<sub>3</sub>H<sub>2</sub>; or N=C-N(R')<sub>2</sub>; and

*E3*  
*cont*

$Q_2$  is optionally substituted with up to 4 substituents, independently selected from halo;  $C_1-C_3$  straight or branched alkyl optionally substituted with  $NR'_2$ ,  $OR'$ ,  $CO_2R'$ ,  $S(O_2)N(R')_2$ ,  $N=C-N(R')_2$ ,  $R^3$ , or  $CONR'_2$ ;  $O-(C_1-C_3)$ -alkyl optionally substituted with  $NR'_2$ ,  $OR'$ ,  $CO_2R'$ ,  $S(O_2)N(R')_2$ ,  $N=C-N(R')_2$ ,  $R^3$ , or  $CONR'_2$ ;  $NR'_2$ ;  $OCF_3$ ;  $CF_3$ ;  $NO_2$ ;  $CO_2R'$ ;  $CONR'$ ;  $R^3$ ;  $OR^3$ ;  $NR^3$ ;  $SR^3$ ;  $C(O)R^3$ ;  $C(O)N(R')R^3$ ;  $C(O)OR^3$ ;  $SR'$ ;  $S(O_2)N(R')_2$ ;  $SCF_3$ ;  $N=C-N(R')_2$ ; or  $CN$ ;

*cont.*  
*A'*

wherein  $R'$  is selected from hydrogen,  $(C_1-C_3)$ -alkyl;  $(C_2-C_3)$ -alkenyl or alkynyl; phenyl or phenyl substituted with 1 to 3 substituents independently selected from halo, methoxy, cyano, nitro, amino, hydroxy, methyl or ethyl;

$R^3$  is selected from a 5-6 membered aromatic carbocyclic or heterocyclic ring system; and

$R^4$  is  $(C_1-C_4)$ -alkyl optionally substituted with  $N(R')_2$ ,  $OR'$ ,  $CO_2R'$ ,  $CON(R')_2$ , or  $SO_2N(R^2)_2$ ; or a 5-6 membered carbocyclic or heterocyclic ring system optionally substituted with  $N(R')_2$ ,  $OR'$ ,  $CO_2R'$ ,  $CON(R')_2$ , or  $SO_2N(R^2)_2$ ;

$X$  is selected from  $-S-$ ,  $-O-$ ,  $-S(O_2)-$ ,  $-S(O)-$ ,  $-S(O_2)-N(R^2)-$ ,  $-N(R^2)-S(O_2)-$ ,  $-N(R^2)-C(O)O-$ ,  $-O-C(O)-N(R^2)-$ ,  $-C(O)-$ ,  $-C(O)O-$ ,  $-O-C(O)-$ ,  $-C(O)-N(R^2)-$ ,  $-N(R^2)-C(O)-$ ,  $-N(R^2)-$ ,  $-C(R^2)_2-$ ,  $-C(OR^2)_2-$ ;

each  $R$  is independently selected from hydrogen,  $-R^2$ ,  $-N(R^2)_2$ ,  $-OR^2$ ,  $SR^2$ ,  $-C(O)-N(R^2)_2$ ,  $-S(O_2)-N(R^2)_2$ , or  $-C(O)-OR^2$ , wherein two adjacent  $R$  are optionally bound to one another and, together with each  $Y$  to which they are respectively bound, form a 4-8 membered carbocyclic or heterocyclic ring;

$R^2$  is selected from hydrogen,  $(C_1-C_3)$ -alkyl, or  $(C_1-C_3)$ -alkenyl; each optionally substituted with  $-N(R')_2$ ,  $-OR'$ ,  $SR'$ ,  $-C(O)-N(R')_2$ ,  $-S(O_2)-N(R')_2$ ,  $-C(O)-OR'$ , or  $R^3$ .

$Y$  is  $C$ ;

$A$  is  $CR'$ ;